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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
	:	Chapter 11
In re	:	
	:	
	:	Case No. 08-13555 (JMP)
LEHMAN BROTHERS HOLDINGS INC., et al.	:	
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**DECLARATION OF BLAKE DENTON IN SUPPORT OF
RESPONSE OF ACTS RETIREMENT-LIFE COMMUNITIES,
INC. TO DEBTORS' TWO HUNDRED TWENTY-EIGHTH
OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY
DERIVATIVES CLAIMS) AND NOTICES OF PROPOSED
ASSUMPTION OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES PURSUANT TO DEBTORS' THIRD
AMENDED JOINT CHAPTER 11 PLAN PURSUANT TO
SECTION 1121 OF THE BANKRUPTCY CODE**

I, Blake Denton, do hereby declare under penalty of perjury pursuant to 28 U.S.C.

§ 1746, as follows:

1. I am an attorney with Latham & Watkins LLP, 885 Third Avenue, New York, New York, 10022, counsel to ACTS Retirement-Life Communities, Inc., in the above-captioned case.

2. As a member in good standing in this Court and in the Bar of the State of New York, I respectfully submit this Declaration in Support of the Response of ACTS Retirement-Life Communities, Inc. to Debtors' Two Hundred Twenty-Eighth Omnibus Objection to Claims (No Liability Derivatives Claims) and Notices of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Third Amended Joint Chapter 11 Plan Pursuant to Section 1121 of the Bankruptcy Code.

3. Attached hereto as Exhibit A is a true and correct copy of the ISDA Master Agreement, Credit Support Annex, and Confirmation, between Lehman Brothers Special Financing Inc. and ACTS Retirement-Life Communities, Inc., dated November 27, 2001.

4. Attached hereto as Exhibit B is a true and correct copy of the Reserve Fund Agreement, between ACTS Retirement-Life Communities, Inc., LaSalle Bank, National Association, and Lehman Brothers Special Financing Inc., dated December 18, 2002.

5. Attached hereto as Exhibit C is a true and correct copy of a letter and attachment from Gerald T. Grant to Lehman Brothers Special Financing, Inc. c/o Lehman Brothers Holdings Inc., dated July 9, 2009.

6. Attached hereto as Exhibit D is a true and correct copy of Proof of Claim Number 16217, dated September 18, 2009.

7. Attached hereto as Exhibit E is a true and correct copy of Proof of Claim Number 16218, dated September 18, 2009.

8. Attached hereto as Exhibit F is a true and correct copy of Proof of Claim Number 16219, dated September 18, 2009.

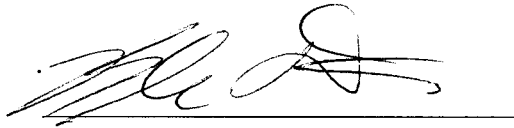
9. Attached hereto as Exhibit G is a true and correct copy of Derivatives ADR Notice No: 234, dated January 26, 2011.

10. Attached hereto as Exhibit H is a true and correct copy of the Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Third Amended Joint Chapter 11 Plan Pursuant to Section 1121 of the Bankruptcy Code, stamped November 3, 2011.

11. Attached hereto as Exhibit I is a true and correct copy of the Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Third Amended Joint Chapter 11 Plan Pursuant to Section 1121 of the Bankruptcy Code, stamped November 4, 2011.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated November 17, 2011

A handwritten signature in black ink, appearing to read 'Blake Denton', is written over a horizontal line.

Blake Denton